



Consumer and
Corporate Affairs Canada
Canada
Corporations Act

Consommation
et Corporations Canada
Loi sur les
corporations canadiennes

C A N A D A

LETTERS PATENT

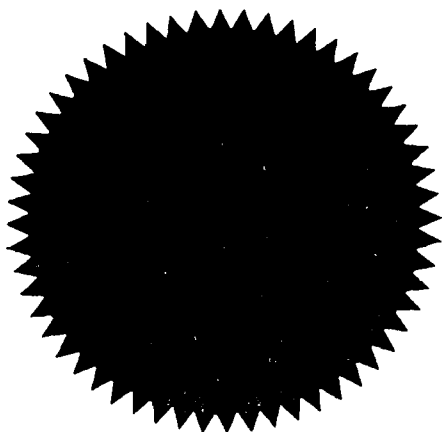
WHEREAS an application has been filed to incorporate a corporation under the name

HUMAN ECOLOGY FOUNDATION OF CANADA

THEREFORE the Minister of Consumer and Corporate Affairs by virtue of the powers vested in him by the Canada Corporations Act, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - April 4, 1986

GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs.



for the Minister of Consumer and
Corporate Affairs

RECORDED April 30, 1986

Film 549 Document 100

Deputy Registrar General of Canada

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT
SHARE CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT**

To the Minister of Consumer and Corporate Affairs of Canada

I

The undersigned hereby apply to the Minister of Consumer and Corporate Affairs for the grant of a charter by letters patent under the provisions of Part II of the Canada Corporations Act constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of

HUMAN ECOLOGY FOUNDATION OF CANADA

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of twenty-one years with power under law to contract. The name, the place of residence and the calling of each of the applicants are as follows:

DR. JOHN KNOX BLAIR	55 Cork Street East Suite 201 Guelph, Ontario N1H 2W7 Medical Doctor;
LYNDA JANE BROOKS	97 Village Green Kanata, Ontario K2L 1J8 Registered Nurse;
ROSS MERTON DURANT	340 University Avenue Toronto, Ontario M5G 1R8 C.L.U.;
EDWARD HAINES GEORGE	253 Roseland Crescent Burlington, Ontario L7N 1S4 Retired Executive;
DARLENE KOSKI	65 Dolly Varden Blvd. Scarborough, Ontario M1H 2K2 School teacher;
DR. JOHN GRAHAM MACLENNAN	46 Highway #8 Dundas, Ontario L9H 4V9 Medical Doctor, Medical Director;
NORA SCHALLHORN	11 Drew Avenue Cambridge, Ontario N1S 3R2 Registered Nurse;

HARRIET SPEROPOULOS

20 Manchester Street
Cambridge, Ontario
N1R 1R4
Housewife;

FRANKLIN DAVID TALL

486 Glenlake Avenue
Toronto, Ontario
M6P 1G8
Professor of Mathematics;

GLADYS WEAVER

395 Mohawk Road East
Apt. #316
Hamilton, Ontario
L8V 4S6
Hospital Ward clerk

The said DR. JOHN KNOX BLAIR, LYNDIA JANE BROOKS, ROSS MERTON DURANT, EDWARD HAINES GEORGE, DARLENE KOSKI, JOHN GRAHAM MACLENNAN, NORA SCHALLHORN, HARRIETT SPEROPOULOS, FRANKLIN DAVID TALL AND GLADYS WEAVER will be the first directors of the Corporation.

III

The objects of the Corporation are:

a) TO engage in and promote charitable purposes in the field of human ecology;

b) TO provide for the continuation and expansion of clinical research and teaching in connection with the medical aspects of the relationship of man to his environment and the degree of susceptibility and adaptation thereto which does or may or could cause disease or chronic discomfort or impaired functioning in an individual because of his inability to completely and satisfactorily adapt to irritants in his environment or which are ingested in his food and drink and/or chemical exposures of all kinds and types;

TO provide the media for the free exchange of information and procedures developed as a result of the continuation and expansion of ecological research and the dissemination of such information to interest medical, scientific, educational and charitable organizations and to eliminate as far as possible overlapping and duplication of effort;

TO provide for the free flow of information between all concerned and involved in the discovery, identification and elimination of the causes of human ecologic diseases;

TO ultimately provide and equip hospitals or areas in hospitals for the care and treatment of patients with ecologic diseases and to provide organic, unpolluted or uncontaminated foods or to make such foods available to patients and to further the aim of ecological research and treatment and to change chronic illness of obscure origin to acute illness in which the external causes of chronic syndromes are identified and avoided so that the cause as well as the symptom can be treated;

(c) TO establish and provide scholarships and endowments calculated to benefit or be conducive to the Corporation's objects;

(d) TO enter into any arrangements with any authorities, federal, provincial, municipal or otherwise, that may seem conducive to the Corporation's objects or any of them and to obtain from any such authority any rights, privileges or concessions which the Corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

(e) TO receive and maintain a fund or funds and to apply from time to time all or any part thereof and the income therefrom for charitable, educational and scientific activities within the Province of Ontario;

(f) TO receive by way of donation, gift, bequest, devise or in any other manner moneys and other property, rights or interest, real or personal, of any kind or nature and to apply the same and any substituted property or rights or interest and any accretions and the net income therefrom or accumulations therefrom exclusively for charitable, educational and scientific activities; and

(g) For the further attainment of the above objects, to do all such things as are incidental or conducive to the attainment of the above objects.

IV

The operations of the Corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the Corporation is to be situated is: the Regional Municipality of Hamilton-Wentworth, in the Province of Ontario.

VI

It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada.

VII

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time

- a) borrow money upon the credit of the Corporation;
- b) limit or increase the amount to be borrowed;
- c) issue debentures or other securities of the Corporation;
- d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

VIII

The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

IX

The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

DATED at the City of Hamilton, in the Province of Ontario, this 28th day of March, 1986.

John Knox Blair
DR. JOHN BLAIR

Lynda J. Brooks
LYNDA BROOKS

Ross J. Durant
ROSS DURANT

Edward George
EDWARD GEORGE

Darlene Koski
DARLENE KOSKI

John Graham MacLennan
DR. JOHN GRAHAM MACLENNAN

Nora Schallhorn
NORA SCHALLHORN

Harriett Speropoulos
HARRIETT SPEROPOULOS

Franklin Tall
FRANKLIN TALL

Gladys Weaver
GLADYS WEAVER

HUMAN ECOLOGY FOUNDATION OF CANADA

BY-LAW NO. 1

BE IT ENACTED as a by-law of **HUMAN ECOLOGY FOUNDATION OF CANADA** (hereinafter called "the Foundation") as follows:

HEAD OFFICE

1. The Head Office of the Foundation shall be in the Regional Municipality of Hamilton-Wentworth, in the Province of Ontario at such place therein as the directors may from time to time determine.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Foundation.

BOARD OF DIRECTORS

3. The affairs of the Foundation shall be managed by a Board of Directors, each of whom at the time of his election and throughout his term of office shall be a member of the Foundation. One-third of the Board of Directors shall be elected to hold office for a period of three years. One-third of the Board shall be retired at each Annual Meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. PROVIDED ALWAYS that any director or directors may at any time be removed from office and another or others appointed in his or their stead by resolution passed at a special meeting of members called for the purpose and passed by the votes of the members present or represented by proxy thereat and representing three-fourths of the members of the Foundation having voting rights; the person or persons so appointed to hold office until the next annual election of directors.

The Board of Directors shall consist of the President of each branch, immediate past President, four members at large and at least two and not more than five medical directors elected by the membership at large at the annual meeting.

VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remains in office be filled by the directors from among the qualified members of the Foundation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next general meeting of the members at which the directors for the ensuing year are elected by the members, but if there is not a quorum of directors, the remaining directors shall forthwith call a general meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies to the number of the authorized increase, shall therefore be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS - BOARD OF DIRECTORS

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required, by law, the Board of Directors may hold its meetings at such

place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be called by the President or Vice-President or by the Secretary on direction of the President or Vice-President or by the Secretary on direction in writing of two directors. The Board must meet at least four times during the year. Notice of such meetings shall be delivered or telephoned to each director not less than three days before the meeting shall take place or shall be mailed to each director, not less than two weeks before the meeting is to take place. A Statutory Declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may be held without notice immediately following the general meeting of the members which follows the annual meeting of all the members of the Foundation. The Directors may consider or transact any business either special or general at any meeting of the Board.

ERRORS IN NOTICE - BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of the directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING - BOARD OF DIRECTORS

7. Questions arising at any meeting of the directors shall be decided by a majority of votes. In the case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meetings shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

POWER OF DIRECTORS

8. The Directors of the Foundation may administer the affairs of the Foundation in all things that make or cause to be made for the Foundation in its name any kind or contract which the Foundation may lawfully enter into and save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Foundation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered from time to time to purchase, lease, or otherwise acquire, alienate, sell, exchange or

otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property moveable or immoveable, real or personal, or any right or interest owned therein by the Foundation for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

9. Directors of the Foundation shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may receive reasonable expenses incurred by him in the performance of his duties. The executive director may be paid such salary as the Board of Directors may from time to time decide for his services as manager rather than as a director of the Foundation.

OFFICERS OF THE CORPORATION

10. (a) There shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer and an Executive Director, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and other officers as the Board of Directors may determine from time to time. One person may hold more than one office except that the office of President cannot be held concurrently. The President and Vice-President, Secretary, Treasurer or Secretary-Treasurer, and Executive Director, shall be elected by the Board of Directors from among their number at the first meeting of the Board only after the annual election of such Board of Directors by the general meeting of the members, provided that in default of such election, the then incumbents be members of the Board, shall hold office until their successors are elected.

(b) The Board of Directors of the Foundation shall at the said first meeting after the election of directors in each year, constitute the standing committees of the Foundation by appointing to said committee individual members of the Foundation or the accredited representatives of organization members.

(c) The officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.

(d) The remuneration of all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meeting of members.

There shall be standing committees appointed each year as follows:

FINANCE COMMITTEE

To study and make recommendations to the Board on the budget of the Foundation, the raising of funds, the appropriation and spending of funds, special objectives, and financial participation in social and welfare projects.

PUBLICITY COMMITTEE

To study and make recommendations as to and carry out publicity programmes for the Foundation.

MEMBERSHIP COMMITTEE

To study the best means of securing and holding memberships in the Foundation and to carry out membership programmes.

NOMINATING COMMITTEE

To secure prospective directors and officers most capable of ensuring a balanced and widespread public interest and support of the Foundation and the most capable and practical effort toward the achievement of the objects of the Foundation, and to report back to the membership at large upon appropriate occasions their findings.

The nominating committee will be comprised of the President of Human Ecology Foundation of Canada and the President of each branch along with other members as appointed.

The Board of Directors shall settle the numbers to be appointed to the several committees and the chairman of each committee at the time of appointment.

The Board of Directors may appoint such other committees of directors or members for such purposes as may seem provident from time to time.

The Board may from time to time re-define the function of committees, lay down rules, quorum requirements, voting and procedure for their guidance, instruct as to nature and time of reports to be made and generally supervise their operation.

All acts done by any meeting of the Directors or of a committee of directors, or by any person acting as a director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person so acting, or that they, or any of them, were disqualified, shall be as valid as if every person had been duly appointed and was qualified to be a director.

DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

11. The President shall when present preside at all meetings of the Board of Directors and shall preside at all meetings of the members of the Foundation if the Chairman or Vice-Chairman of the members is not present. The President shall also be charged with the supervision of the affairs and operations of the Foundation. The President, with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the President, the duties and powers may be exercised by the Vice-President and if the Vice-President, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF SECRETARY

12. The Secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the book kept for that purpose. He shall give all notices required to be given to members and to the directors. He shall be the custodian of the seal of the Foundation and all books, papers, records, correspondence, contracts, and other documents belonging to the Foundation which he shall deliver up only when authorized by resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution and he shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF TREASURER

13. The Treasurer or other person performing the usual duties of the Treasurer shall keep full and accurate amounts of all receipts and disbursements of the Foundation in proper books of account and shall deposit all money or other valuable effects in the name and to the credit of the Foundation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Foundation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors, at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Foundation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF THE EXECUTIVE-DIRECTOR

14. The Executive-Director of the Foundation shall under the supervision of the President and Board of Directors be charged with the general management and supervision of the affairs and operations of the Foundation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

FIDELITY BOND

15. The Treasurer and such other officers or employees as the Board may designate shall secure from a guaranty company a bond of fidelity of an amount approved by the Board, and the Foundation shall pay the expenses of any fidelity bond secured.

EXECUTION OF DOCUMENTS

16. Deeds, transfers, licences, contracts and engagements on behalf of the Foundation shall be signed by either the President or Vice-President and by the Secretary or Executive Director, and the Secretary or Executive Director shall affix the seal of the Foundation to such instruments as require the same.

Contracts in the ordinary course of the Foundation's operations may be entered into on behalf of the Foundation by any one of the President, Vice-President, Treasurer and Executive Director or by any person authorized by the Board of Directors.

The President or Vice-President, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Foundation in its individual or any other capacity or as Trustee or otherwise and may accept in the name of and on behalf of the Foundation transfers of shares, bonds or other securities from time to time transferred to the Foundation and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Foundation, the Board of Directors may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligations of the Foundation may or shall be executed.

BOOKS AND RECORDS

17. The directors shall see that all necessary books and records of the Foundation required by the by-laws of the Foundation or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

18. The membership shall consist of the applicants for the incorporation of the Foundation and such other individuals and such corporations, partnerships and other legal entities or associations as are admitted as members by the Board of Directors.

Any member may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation the member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Foundation prior to acceptance of his resignation.

Corporations, partnerships and other legal entities or associations may vote through a duly authorized proxy where entitled to do so by the charter. Each member shall promptly be informed by the Secretary of his admission as a member of the Foundation and to which class of membership he has been admitted.

The interest of a member in the Foundation is not transferrable and lapses and ceases to exist upon his death, or when the period of his membership expires, or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Foundation.

DUES

19. There shall be no dues or fees payable by the members except such, if any, as shall from time to time be fixed by vote of the Board of Directors, which shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and if any are not paid within 90 days of the date of such notice, the members in default shall thereupon cease to be members of the Foundation, but any such members may on payment of all unpaid dues or fees be reinstated.

ANNUAL AND OTHER MEETINGS OF MEMBERS

20. The Annual Meeting of the Foundation shall be convened in the month of May or in such other month as the Board of Directors in their sole discretion may elect, in each year for the election of the President and Directors, the review of the financial situation and auditor's report and other ordinary business of an annual meeting.

The Directors may, whenever they think fit, and they shall upon a requisition made in writing by any twenty-five or more members, convene a general meeting.

The requisition shall express the object of the meeting proposed to be called, and shall be left at the office of the Foundation. Upon receipt of such requisition the Directors shall forthwith convene a general meeting and if they do not convene the same within twenty-one days of the receipt of the requisition, the aforesaid requisitioners may themselves convene a meeting.

At least ten days' notice of any general meeting, specifying the place, the day and the hour of meeting and in case of special business, the general nature of such business shall be given to the members in writing, mailed or delivered to the last post office address of the member advised to the Foundation, or in such other manner, if any, as may be prescribed in general meeting, but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

If within one hour from the time appointed for the meeting a quorum of twenty members is not present, the meeting, if convened upon the requisition of the members shall be dissolved, and in any other case, it shall stand adjourned to the same day in the following week, at the same hour and place, and if at such adjourned meeting a quorum of twenty members is not present, it shall adjourn sine die.

At all general meetings of the Foundation, the President shall preside if present; if the President is not present, the Vice-President shall preside.

The Chairman may, with the consent of the meeting, adjourn it from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

If at any meeting, at which an election of directors ought to take place, the places of the vacating directors are not filled, the meeting shall stand adjourned until the same day in the next week, at the same hour and place and if at such adjourned meeting the places of the vacating directors are not filled, the vacating directors, or such of them as have not had their places filled shall continue in office until the annual meeting in the next year, and so on from time to time until their places are filled.

The Foundation may, from time to time, in general meeting, increase or reduce the number of directors, and may also determine in what rotation any such increased or reduced number is to go out of office.

The Foundation in general meeting, by a resolution, of which notice has been given in the notice calling this meeting, may remove any director, ^{or officer} before the expiration of his period of office, and may, by resolution, appoint another person in his stead, and the person so appointed shall hold office during such time as the director in whose place he was appointed would have held the same if he had not been removed.

ERROR OR OMISSION IN NOTICE

21. No error or omission in giving notice of any annual or general meeting or any adjourned meeting whether annual or general of the members of the Foundation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all such proceedings taken or had thereat. For the purposes of any notice to any member, director or officer for any new meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Foundation.

ADJOURNMENTS

22. Any meetings of the Foundation or the directors of the members, may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM

23. A quorum for the transaction of business at any meeting of all members shall consist of not less than twenty members present in person.

VOTING OF MEMBERS

24. Each member of the Foundation shall be entitled to one vote by person or by proxy. In the event of vote by proxy, such proxy of a member need not himself be a member, but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Foundation unless he has paid all dues or fees, if any, then payable by him. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Foundation or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote and unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Foundation shall be admissible in evidence as

prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Foundation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

At any meetings of members of the Foundation, the President of the Foundation shall act as Chairman of the meeting.

FINANCIAL YEAR

25. The first fiscal period of the Corporation shall terminate on the 31st day of December, 1986 and thereafter the fiscal year of the Corporation shall terminate on the last day of December in each year or on such other date as the directors may from time to time by resolution determine.

AMENDMENT OF BY-LAWS

26. The by-laws of the Corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

AUDITORS

27. One or more auditors shall be appointed at each annual meeting of the members of the Foundation. The auditors of the Foundation when appointed shall hold office until the next annual meeting after their being appointed, or until their successors are appointed, unless previously removed by resolution of the members in general meeting or by the Board of Directors. If the remuneration of the auditor or auditors is not fixed by the members at the annual meeting then the remuneration of the auditor or auditors shall be fixed by the directors of the Foundation.

The auditors shall be supplied with a copy of the balance sheet, and it shall be their duty to examine the same with the accounts and vouchers relating thereto. The auditors shall have a list delivered to them of all books kept by the Foundation, and shall at all reasonable times have access to the books and the accounts of the Foundation.

The auditors shall make an annual report to the members upon the balance sheet and every such report shall state whether in their opinion the balance sheet is a full and fair balance sheet properly drawn up so as to exhibit a true and correct view of the state of the Foundation's affairs.

CHEQUES, ETC.

28. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Foundation through its bankers, and endorse notes and cheques for deposit with the Foundation's bankers for the credit of the Foundation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Foundation by using the Foundation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Foundation and the Foundation's bankers and may receive all paid cheques and vouchers and sign all the Bank's form or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

29. The securities of the Foundation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Foundation signed by such officer or officers, agent or agents of the Foundation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confirmed to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

30. Whenever under the provisions of the by-laws of the Foundation notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Foundation.

A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Foundation.

BORROWING

31. The directors may from time to time:

- (a) borrow money on the credit of the Foundation;
- (b) issue, sell or pledge securities of the Foundation;
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Foundation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Foundation.

From time to time the directors may authorize any director, officer or employee of the Foundation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Foundation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Foundation.

INTERPRETATION

32. In these by-laws and in all other by-laws of the Foundation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be or vice versa, and references to persons shall include firms and corporations.

PASSED by the directors this day of , 1986.

UNANIMOUSLY CONFIRMED, RATIFIED AND APPROVED by the Members
this day of , 1986.

WITNESS the corporate seal of the Corporation.

HUMAN ECOLOGY FOUNDATION OF CANADA

Per:

President

Secretary